PLAINTIFFS BREAKAWAY SOLUTIONS, INC. ATTORNEYS (Firm, Address and Telephone No.) Steven M. Yoder, Esq. Christopher A. Ward, Esq. Christopher A. Ward, Esq. ADELMAN LAVINE GOLD AND LEVIN Wilmington, DE 19801 (302) 655-5000 (302) 655-5000 (302) 655-5000 (302) 656-8200 PARTY (Check one box only) PARTY (Check one box only) PARTY (Check one box only) (202) 658-8200 PARTY (Check one box only) PARTY (Check one box only) (302) 654-8200 PARTY (Check one box only) (302) 654-8200 CAUSE OF ACTION (Write A Brief Statement of Cause of Acation, Including All U.S. Statutes Involved) Complaint to Avoid Preferential Transfers Pursuant to 11 U.S.C. § 547 NATURE OF SUIT (Check de one most appropriate box only) (1/458) To Recover Money or Property (1/458) To bolism approval for the sale of lone the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone the interest of the sale of lone of the interest of the sale of lone of the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone of the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone of the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone of the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone of the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone of the interest of the sale and of a co-owner in property (1/458) To bolism approval for the sale of lone of the interest destinate any allowed claim or interest except where such subordination is property (1/458) To subdimite any allowed claim or interest except where such subordination is property (1/458) To subdimite any allowed claim or interest except where such subordination is property (1/458) To subdimite any allowed claim or i	AI	OVERSARY PROCEI	EDING CO	OVER SHEET	Adversary Proceeding Number (Court Use Only)			
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B-104 (Rev. 8/87)

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In Re:)
BREAKAWAY SOLUTIONS, INC. Debtor.)) Case No. 01-10323 (JWV)))
NOTICE OF DISPUTE R	ESOLUTION ALTERNATIVES
Settlement of your case, however, can often pro-	to adjudication of your matter by a judge of this Court. duce a resolution more quickly than appearing before a e expense, inconvenience, and uncertainty of litigation.
Alternative Dispute Resolution (ADR) is offered	other than litigation, that can lead to resolving your case, through a program established by this Court. The use of in settling disputes. The purpose of this Notice is to
The ADR structures used most often are and arbitration. In each, the process is presided ov	mediation, early-neutral evaluation, mediation/arbitration/er by an impartial third party, called the "neutral".
settlement on you. It fosters an environment when together, you and your attorney will be involved in The Court in its Local Rules requires all ADR pro	on, an experienced neutral has no power to impose a re offers can be discussed and exchanged. In the process, a weighing settlement proposals and crafting a settlement processes, except threat of a potential criminal action, to be event a settlement is not achieved because the presiding your settlement discussions.
the mediator will act as an arbitrator. At that po your counsel, will present evidence to a neutral, v in the main bankruptcy case or arises from a sub	you submit to mediation and, if it is successful, agree that int, the process is the same as arbitration. You, through who issues a decision. If the matter in controversy arises is sidiary issue in an adversary proceeding, the arbitration quests de novo review of an arbitration award, the judge
Your attorney can provide you with ac whether and when ADR might be helpful in you	dditional information about ADR and advise you as to ur case.
Dated	/s/ David D. Bird Clerk of Court

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

IN RE:	: Chapter 11
BREAKAWAY SOLUTIONS, INC.	
Debtor.	: Case No. 01-10323 (JWV)
BREAKAWAY SOLUTIONS, INC.	: :
Plaintiff,	; ;
v.	: Adv. No. 03-
INTERACTIVE FUTURES, INC.	: : :
Defendant.	: :

COMPLAINT TO AVOID PREFERENTIAL TRANSFER

Breakaway Solutions, Inc., the Debtor in the above-captioned Chapter 11 proceeding (the "Debtor"), by and through its undersigned attorneys, hereby brings this Complaint against Interactive Futures pursuant to 11 U.S.C. § 547 and Fed. R. Bankr. P. 7003, and files this Complaint to Avoid Preferential Transfer, and in support thereof states as follows:

- 1. On September 5, 2001, Breakaway Solutions, Inc. (the "Plaintiff") filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.
- 2. The Plaintiff is in possession of its assets and is operating its business as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

- 3. Defendant, Interactive Futures Inc. (the "Defendant"), is a creditor of Plaintiff, and maintains a business or residence and may be served at 114 E. 32nd Street, New York, New York 10016.
- 4. This Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(F).
- 5. Within ninety (90) days prior to the Filing Date, Plaintiff transferred to Defendant, an unsecured creditor, the sum of \$225,000.00 (the "Payment"), as more particularly set forth in the attached Exhibit "A", which is made a part hereof by reference.
- 6. The Payment was made to or for the benefit of Defendant, a creditor of Plaintiff.
- 7. The Payment was made for or on account of an antecedent debt owed by Plaintiff before the Payment was made.
 - 8. Plaintiff was insolvent at the time of the Payment.
- 9. The Payment enables Defendant to receive more than it would have received: (a) had Debtor filed under Chapter 7 of the Bankruptcy Code; (b) had the transfer not been made; and (c) had Defendant received payment of such debt to the extent provided by the provisions of the Bankruptcy Code.
- 10. By reason of the foregoing, the Payment is a preferential transfer avoidable under Section 547 of the Bankruptcy Code, and Defendant is liable to Plaintiff in the sum of \$225,000.00.

WHEREFORE, Plaintiff prays that this Honorable Court enter judgment in favor of Plaintiff and against Defendant in the amount of \$255,000.00, and for such other and further relief as is just and equitable.

Dated: January 30, 2003 Wilmington, Delaware

THE BAYARD FIRM

By:

Steven M. Yoder (No. 3885) Christopher A. Ward (No. 3877) 222 Delaware Avenue, Suite 900 P.O. Box 25130 Wilmington, DE 19899 (302) 655-5000

-and-

ADELMAN LAVINE GOLD AND LEVIN, A Professional Corporation Raymond H. Lemisch, Esquire The Mellon Bank Center 919 N. Market Street, Suite 710 Wilmington, DE 19801 (302) 654-8200

Counsel for the Debtor

ADELMAN LAVINE GOLD AND LEVIN, a Professional Corporation
D. Andrew Bertorelli, Jr., Esquire
1900 Two Penn Center Plaza
Philadelphia, PA 19102-1799
(215) 568-7515

BREAKAWAY SOLUTIONS, INC. v. INTERACTIVE FUTURES

EXHIBIT A

Reference No.	Date	Amount
99070600	July 6, 2001	\$200,000.00
81600	August 17, 2001	\$25,000.00
	TOTAL	<u>\$225,000.00</u>